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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<div>In re:</div> <div>GMG CAPITAL PARTNERS III, L.P., Debtors.</div> <div>Tax I.D. No. (36-4459146)</div>	<div>Chapter 11</div> <div>Case No. 13-12937 (SMB)</div> <div>Jointly Administered</div>
<div>In re:</div> <div>GMG CAPITAL INVESTMENTS, LLC, Debtor.</div> <div>Tax I.D. No. (36-4459144)</div>	<div>Chapter 11</div> <div>Case No. 13-13701 (SMB)</div>
<div>In re:</div> <div>GMG CAPITAL PARTNERS II, L.P., Debtor.</div> <div>Tax I.D. No. (59-3458938)</div>	<div>Chapter 11</div> <div>Case No. 13-13702 (SMB)</div>

**DEBTORS' SUPPLEMENTAL MOTION FOR ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO
RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

GMG Capital Investments, LLC ("GMG LLC") and GMS Capital Partners II, L.P. ("GMS"), its affiliated debtor, as debtors in possession, file this Motion (the "Supplemental Motion") for entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), directing the joint administration of their chapter 11 cases for procedural purposes only. In support of this Supplemental Motion, the GMG LLC and GMS respectfully state as follows:

Background

1. On September 10, 2013, GMG Capital Partners III, L.P. ("GMG Case No. 13-12937 (SMB)") and GMG Capital Partners III Companion Fund, L.P. ("Companion Fund Case No. 13-12939 (SMB)"), its affiliated debtor, as debtors in possession each commenced with the Bankruptcy Court a voluntary case pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The GMG and Companion Fund continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or statutory creditors' committee has been appointed in these chapter 11 cases.

2. On October 29, 2013, the Court granted an order (the "Joint Administration Order") directing the joint administration of the chapter 11 cases listed above for procedural purposes only, under docket case no. 13-12937 (SMB) [ECF Doc #23].

3. On November 14, 2013, GMG LLC and GMS (collectively with GMG and Companion Fund, the "Debtors") each commenced with the Bankruptcy Court a voluntary case pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). GMG LLC and GMS are each affiliates of GMG and Companion Fund.

4. The factual background relating to the Debtors' commencement of these chapter 11 cases is set forth in detail in the Declaration of Jeffery Gilfix, dated September 10, 2013 and the Supplement Declaration of Jeffrey Gilfix Pursuant to Rule 1007-2 of the Local Bankruptcy Rules filed on November 14, 2013 and incorporated herein by reference.

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory predicate for the relief requested herein is Bankruptcy Rule 1015(b).

Relief Requested

7. By this Supplemental Motion, the Debtors request the entry of an order substantially in the form attached hereto as Exhibit A directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b). The Debtors also request that the caption of their chapter 11 case be modified to reflect their joint administration as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GMG CAPITAL PARTNERS III, L.P.,¹

Debtors.

Chapter 11

Case No. 13-12937 (SMB)

Jointly Administered

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: (i) GMG Capital Partners III, L.P. (4646); (ii) GMG Capital Partners III, L.P. (0603); GMG Investments, LLC (9144); and (iv) GMS Capital Partners II, L.P. (8938).

8. In addition, the Debtors request that the Court direct the Clerk to make a notation substantially similar to the following on the docket of each Debtor:

An order (the "Joint Administration Order") has been entered in this case directing the joint administration of the chapter 11 cases listed below for procedural purposes only. The docket in case no. 13-12937 (SMB) should be consulted for all matters affecting this case. The following chapter 11 cases are jointly administered pursuant to the Joint Administration Order:

GMG Capital Investments, LLC, Case No. 13-13701 (SMB); and (ii) GMG Capital Partners II, L.P., Case No. 13-13702 (SMB).

9. Finally, the Debtors request that the Court permit use of a combined service list and correspondingly combined notices.

Basis For Relief Requested

10. Bankruptcy Rule 1015(b) provides, in relevant part, that, "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order' a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are "affiliates" as defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to consolidate these cases for procedural purposes.

11. Because joint administration of these cases will remove the need to prepare, replicate, file and serve duplicative notices, applications and orders, the Debtors and their estates will save substantial time and expense. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative tiles and dockets. The United States Trustee for Region 2 (the "U.S. Trustee") and other parties in interest will similarly

benefit from joint administration of these chapter 11 cases by sparing them the time and effort of reviewing duplicative pleadings and papers.

12. Joint administration will not adversely affect creditors' rights because this Supplemental Motion requests only the administrative consolidation of the estates. This Supplemental Motion does not seek substantive consolidation. As such, each creditor may still file its claim against a particular estate.

13. Moreover, the Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings and orders in these cases will affect all of the Debtors. With four affiliated debtors, each with its own case docket, the failure to administer these cases jointly would result in numerous duplicative pleadings filed for each issue and served upon separate service lists. Such duplication of substantially identical documents would be extremely wasteful and would unnecessarily overburden the Clerk of this Court (the "Clerk") with the volume of paper. Joint administration of these cases will allow the Clerk to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest of the Debtors' respective estates. Joint administration also will protect parties in interest by ensuring that such parties in interest in each of the Debtors' respective chapter 11 cases will be apprised of the various matters before the Court in all of these cases.

14. The Debtors request that the official caption to be used by all parties in all pleadings in the jointly administered cases be in the form set forth in paragraph 13 of this Supplemental Motion.

15. Relief similar to the relief requested herein has routinely been granted in large cases in this district. *See, e.g., In re Dana Corp., et al.*, Case No. 06-10354 (BRL) (Bankr. S.D.N.Y. 2006); *In re Calpine Corp., et al.*, Case No. 05-60200 (BRL) (Bankr. S.D.N.Y. 2005);

In re Delta Air Lines, Inc., et al., Case No. 05-17923 (ASH) (Bankr. S.D.N.Y. 2005); *In re Northwest Airlines Corp., et al.*, Case No. 05-17930 (ALG) (Bankr. S.D.N.Y. 2005).

16. Based on the foregoing, the Debtors submit that the relief requested is necessary, appropriate and in the best interests of their estates and creditors and that the Supplemental Motion should be granted in all respects.

Notice

17. No trustee, examiner or statutory creditors' committee has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (i) Office of the United States Trustee for Region 2; (ii) those creditors holding the twenty (20) largest unsecured claims against the Debtors' estate (on a consolidated basis); (iii) the Securities and Exchange Commission (iv) the Internal Revenue Service; (v) all taxing authorities in relevant jurisdictions; and (vi) any other party directly affected by this Supplemental Motion. The Debtors submit that such notice is sufficient under the circumstances.

No Previous Request

18. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: New York, New York
November 14, 2013

OLSHAN FROME WOLOSKY LLP

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*Attorneys for the Debtors and Debtors
in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: GMG CAPITAL PARTNERS III, L.P., Debtors. Tax I.D. No. (36-4459146)	Chapter 11 Case No. 13-12937 (SMB) Jointly Administered
In re: GMG CAPITAL INVESTMENTS, LLC, Debtor. Tax I.D. No. (36-4459144)	Chapter 11 Case No. 13-13701 (SMB)
In re: GMG CAPITAL PARTNERS II, L.P., Debtor. Tax I.D. No. (59-3458938)	Chapter 11 Case No. 13-13702 (SMB)

**ORDER DIRECTING JOINT ADMINISTRATION
OF CHAPTER 11 CASES PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Upon the supplemental motion, dated November 14, 2013 (the “Supplemental Motion”)¹ of GMG Capital Investments, LLC (“GMG LLC”), and its affiliated debtor, GMS Capital Partners II, L.P. (“GMS”), as debtors in possession (together, the “Debtors”), as debtors in possession (collectively, the “Debtors”), for entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), directing the joint

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

administration of the Debtors' chapter 11 cases for procedural purposes only, all as more fully set forth in the Supplemental Motion; and upon consideration of the Supplemental Declaration of Jeffrey Gilfix Pursuant to Rule 1007-2 of the Local Bankruptcy Rules; and the Court having jurisdiction to consider the Supplemental Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Supplemental Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Supplemental Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Supplemental Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Supplemental Motion is in the best interests of the Debtors, their estates, and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 13-12937 (SMB), in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.
2. Nothing contained in this order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases.
3. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GMG CAPITAL PARTNERS III, L.P.,¹

Debtors.

Chapter 11

Case No. 13-12937 (SMB)

Jointly Administered

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: (i) GMG Capital Partners III, L.P. (4646); (ii) GMG Capital Partners III, L.P. (0603); GMG Investments, LLC (9144); and (iv) GMS Capital Partners II, L.P. (8938).

4. A docket entry shall be made in each of the above-captioned cases substantially as follows:

An order (the "Joint Administration Order") has been entered in this case directing the joint administration of the chapter 11 cases listed below for procedural purposes only. The docket in case no. 13-12937 (SMB) should be consulted for all matters affecting this case. The following chapter 11 cases are jointly administered pursuant to the Joint Administration Order:

GMG Capital Investments, LLC, Case No. 13-13701(SMB); and (ii) GMG Capital Partners II, L.P., Case No. 13-13702 (SMB).

5. This Order and the relief provided herein shall apply to chapter 11 cases filed subsequent to the Petition Date by any and all affiliates, direct and indirect subsidiaries of GMG, as if those subsidiaries had been parties to the Motion and were among the Debtors referred to in this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: New York, New York
November ____, 2013

UNITED STATES BANKRUPTCY JUDGE